THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS AMENDING FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS AMENDING FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

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TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT No.64.
FILED, JANUARY 4th. 1962.

FEB 26 1962

STANWELL OIL AND GAS LIMITED

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 633 dated September 30th, 1961.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	We have sold 400,000 shs. of Sarcee Petroleums Ltd. at $1.15 per share to V.N. Harbinson, J.D.Bateman and Spooner Mines & Oils Ltd. on a basis of 1/3rd of the shares to each; under the following terms and conditions:- 1. Payment has been received for 300,000 shs. on 14th Dec. 1961. 2. The remaining 100,000 shs. to be purchased no later than one year from the date of the purchase of the 300,000 shs., with the provision that for every 10,000 shares so purchased, the remaining time to purchase the balance of the outstanding shares to be extended by one month. This is a firm sale under an agreement with Messrs.Harbinson, Bateman and Spooner Mines & Oils Limited.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	400,000 shares of Sarcee Petroleums Ltd. which cost $460,000.00, have now been sold as of the 14th December, 1961, for $460,000.00.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	Stanwell has been, and intends to continue as, primarily an oil and natural gas company, as evidenced by its annual income from the sale of these products, and its land holdings in Western Canada.
Statement of any other material facts and if none, so state.	None.

DATED 28th December, 1961.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

STANWELL OIL & GAS LIMITED.

C.D. Cameron" C.D. Cameron CORPORATE SEAL PRESIDENT.

"E.F. Furniss" E.F. Furniss SECRETARY-TREASURER.

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

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STANWELL OIL & GAS LIMITED
STATEMENT OF SOURCE & APPLICATION OF FUNDS
OCTOBER 1 to DECEMBER 20, 1961

SOURCE OF FUNDS:		
Income from Production, after Royalties & Operating Costs during period, and interest income.	40,841.20	
Sale of Investments - Sarcee (Net)	459,000.00	
Sale of Oil Leases & Reservations	12,500.00	512,341.20
APPLICATION OF FUNDS:		
Exploration, Development & Administrative expenditures for period.	14,853.56	
Purchase of additions to Plant and Equipment	34.00	
Purchase of investments (Lincoln Hotel)	12,189.68	27,077.24
NET INCREASE IN WORKING CAPITAL		485,263.96

CHANGES IN WORKING CAPITAL

INCREASES		
Increase in cash (including Bank deposit receipts)	79,395.46	
Decrease in Accounts Payable	287,388.06	
Increase in Accounts Receivable	118,480.44	485,263.96
DECREASES		NIL
NET INCREASE IN WORKING CAPITAL		485.263.96

APPROVED ON BEHALF OF DIRECTORS

DIRECTOR:

DIRECTOR: